

RECORDATION NO. 21842-E FILED

MAR 21 '05 2-23 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 21, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Summary of Amendments, dated as of March 11, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 21842.

The names and addresses of the parties to the enclosed document are:

New Lessee: NOVA Chemicals Ltd.
645 - 7th Avenue S.W., 23rd Floor
Calgary, Alberta T2P 4G8

New Indenture
Trustee: Computershare
Trust Company of Canada
100 University Avenue
Toronto, Ontario
M5J 2V1 Canada

Mr. Vernon A. Williams
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Page Two

Former Indenture

Trustee: Montreal Trust Company of Canada
151 Front Street West, Suite 605
Toronto, Ontario M5J 2N1

Lessor: GE Capital Railcar Services Inc.
421 7th Avenue S.W., Suite 2401
Calgary, Alberta T2P 4K0

A description of the railroad equipment covered by the enclosed documents is:

296 covered hopper railcars within the series NCLX 1 – NCLX 300 and
NCIX 7096 – NCIX 7099

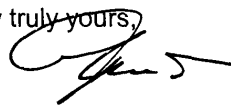
A short summary of the document to appear in the index is:

Summary of Amendments

Also enclosed is a check in the amount of \$32.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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#14574

SUMMARY OF AMENDMENTS SURFACE TRANSPORTATION BOARD

AMENDMENT TO RAILCAR LEASE AGREEMENT BETWEEN GE CAPITAL RAILCAR SERVICES CANADA COMPANY (as Lessor) (as it then was) AND NOVA CHEMICALS LTD. (as Lessee) (as it then was) DATED DECEMBER 8, 1998;

and

AMENDMENT TO TRUST INDENTURE BETWEEN GE CAPITAL SERVICES CANADA COMPANY (Issuer) (as it then was) AND MONTREAL TRUST COMPANY OF CANADA (Indenture Trustee) (as it then was) DATED DECEMBER 8, 1998.

This document, on behalf of NOVA Chemicals Corporation, is for deposit with the office of the Registrar General of Canada on the 11th day of March, 2003, under section 105 of the *Canada Transportation Act* evidencing the amendments to the above Railcar Lease Agreement and Trust Indenture dated December 8, 1998.

These amendments are made as of the 11th day of March, 2003, on behalf of the Lessee, NOVA Chemicals Corporation, pursuant to the requirements of section 105(1)(b) of the *Canada Transportation Act* and the requirements of the trust indenture pertaining to the replacement of the trustee in order to protect and preserve the security of the trustee.

WHEREAS, Computershare Trust Company of Canada, 100 University Avenue, 9th Floor North Tower, Toronto, ON M5J 2V1, purchased the corporate trust business of Montreal Trust Company of Canada (the former Indenture Trustee) for the Trust Indenture between GE Capital Railcar Services Canada Company and Montreal Trust Company of Canada, providing for the issue of \$20,107,219.60 principal amount of 6.78% Limited Recourse notes due March 27, 2018; and

WHEREAS, NOVA Chemicals Ltd. (the former Lessee) to the Railcar Lease Agreement, between GE Capital Railcar Services Canada Company and NOVA Chemicals Ltd., amalgamated on January 1, 1999 with NOVA Chemicals Corporation, with the resulting corporation being NOVA Chemicals Corporation, 18th Floor, 645-7th Avenue SW, Calgary AB T2P 4G8; and

WHEREAS, the Trust Indenture and Railcar Lease Agreement were deposited with the Office of the Registrar General of Canada at 3:50 P.M. on December 8, 1998.

NOW, THEREFORE, it is hereby acknowledged that Computershare Trust Company of Canada has replaced Montreal Trust Company of Canada as the Indenture Trustee to the Trust Indenture deposited with the Office of the Registrar General of Canada at 3:50 P.M. on December 8, 1998;

AND, it is also hereby acknowledged that NOVA Chemicals Corporation has replaced NOVA Chemicals Ltd. as Lessee to the Railcar Lease Agreement deposited with the Office of the Registrar General of Canada at 3:50 P.M. on December 8, 1998.

NOVA CHEMICALS CORPORATION

Signature: *Richard Henson*
Name: RICHARD HENSON
Title: VP, P/C + F/C

Signature: *R/K*
Name: RONALD E. J. KEMLE
Title: ASSISTANT SECRETARY

MONTREAL TRUST COMPANY OF CANADA

Signature: _____
Name: _____
Title: _____

I hereby certify that this document
was deposited in the Office of the
Registrar General of Canada on the
11th day of March
2003 at 10:11 a.m.
Jeremie
Deputy Registrar General of Canada

COMPUTERSHARE TRUST COMPANY OF CANADA

Signature: _____
Name: _____
Title: _____


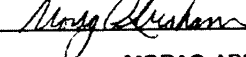
GE CAPITAL RAILCAR SERVICES ^{INC.} CANADA COMPANY

Signature: _____
Name: _____
Title: _____


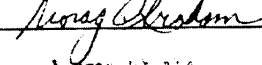
NOVA CHEMICALS CORPORATION

Signature: _____	Signature: _____
Name: _____	Name: _____
Title: _____	Title: _____

MONTREAL TRUST COMPANY OF CANADA

Signature: 	Signature: 
Name: Robert McKenzie	Name: MORAG ABRAHAM
Title: AUTHORIZED SIGNATORY	Title: AUTHORIZED SIGNATORY

COMPUTERSHARE TRUST COMPANY OF CANADA

Signature: 	Signature: 
Name: Robert McKenzie	Name: MORAG ABRAHAM
Title: Professional, Corporate Trust	Title: Professional, Corporate Trust

GE RAILCAR SERVICES INC.

Signature: _____	Signature: _____
Name: _____	Name: _____
Title: _____	Title: _____

I hereby certify that this document
was deposited in the Office of the
Registrar General of Canada on the
11th day of March,
2003 at 10:11 a.m.


Deputy Registrar General of Canada

NOVA CHEMICALS CORPORATION

Signature: _____

Name: _____

Title: _____

Signature: _____

Name: _____

Title: _____

MONTREAL TRUST COMPANY OF CANADA

Signature: _____

Name: _____

Title: _____

COMPUTERSHARE TRUST COMPANY OF CANADA

Signature: _____

Name: _____

Title: _____

I hereby certify that this document
was deposited in the Office of the
Registrar General of Canada on the
11th day of March
2003 at 10:11 a.m.
J. G. F.
Deputy Registrar General of Canada

~~GE CAPITAL~~ ^{Inc} RAILCAR SERVICES CANADA COMPANY

Signature: [Signature]

Name: James G. Fournier

Title: VP Finance

Number of Units	Size & Type	Manufacturer	Reporting Names
300	6245 cubic foot covered hopper	National Steel	NCLX 1 to 10 incl. NCLX 12 to 58 incl. NCLX 60 to 135 incl. NCLX 137 to 235 incl. NCLX 237 to 300 incl. NCIX 7096 to 7099 incl.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

3/21/05



Robert W. Alvord